### FORM D

#### **UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

# Washington, D.C. 20549



### NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL				
OMB Number:	3235-0076				
Expires: April 30, 200					
Estimated averag	e burden				
hours per respo	nse16.00				
SEC US	E ONLY				
Prefix	Serial				
DATE RE	ECEIVED				

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series F Preferred Stock	
Filing Under (Check-box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: Amendment	Section 4(6) ULOEA
A. BASIC IDENTIFICATION DATA	ACULIVED NO.
<ol> <li>Enter the information requested about the issuer</li> <li>Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)</li> </ol>	OCT 1 1 2005
CyOptics, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 7360 Windsor Drive, Allentown, PA 18106	Telephone Number (Including Area Code) (610) 336-5860
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business  Develop and manufacture optical networking components	OCT 1.3 2005
Type of Business Organization  Corporation limited partnership, already formed  business trust limited partnership, to be formed othe	iHOMSON FINANCIAL r (please specify):
Actual or Estimated Date of Incorporation or Organization:    Month Year     0 1 9 9	
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o	r Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **- ATTENTION** .

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Each beneficial own     Each executive offic	e issuer, if the issuer ha	s been of vote or or orate iss	dispose, or direct the uers and of corporate	vote	or disposition of, 10%				securities of the issuer;
Check Box(es) that Apply:	Promoter	I	Beneficial Owner	$\boxtimes$	Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, if Ettore J. Coringrato	individual)						-		
Business or Residence Address	ss (Number and Stree	t Čity S	State Zin Code)						
7360 Windsor Drive, Allento	•	i, City, i	State, Zip Code)						
Check Box(es) that Apply:	Promoter	I	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if Shai Belzer	individual)								
Business or Residence Address	ss (Number and Stree	t City S	State Zin Code)		· · · · · · · · · · · · · · · · · · ·		4		
P.O. Box 207, Yokneam Illit		.,,	state, zip code)						
Check Box(es) that Apply:	Promoter		Beneficial Owner	$\boxtimes$	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if Uzi Koren	individual)								
Business or Residence Addres	ss (Number and Stree	t City 5	State, Zin Code)				,		
7360 Windsor Drive, Allento		с, слеу, с	Suite, 21p Code)						
Check Box(es) that Apply:	Promoter		Beneficial Owner	$\boxtimes$	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Raja Parvez	21 1 12								
Business or Residence Address 7360 Windsor Drive, Allente		t, City, i	State, Zip Code)						
Check Box(es) that Apply:	Promoter	I	Beneficial Owner		Executive Officer	$\boxtimes$	Director	Ü	General and/or Managing Partner
Full Name (Last name first, it John Pilitsis	individual)								
Business or Residence Addres	ss (Number and Stree	t, City, S	State, Zip Code)					-	
7360 Windsor Drive, Allente	own, PA 18106							•	
Check Box(es) that Apply:	Promoter	⊠ I	Beneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first; if Baruch Glick	individual)								
Business or Residence Addres	cs (Number and Stree	t City 9	State 7in Code)	-					
c/o Semi Conductor Devices	•	. •							*
Check Box(es) that Apply:	Promoter	⊠ I	Beneficial Owner		Executive Officer	$\boxtimes$	Director	. 🔲	General and/or Managing Partner
Full Name (Last name first, if	individual)								
Erel Margalit	-	i					<del></del>		
Business or Residence, Addres	ss (Number and Stree	t, City, S	State, Zip Code)						
c/o Jerusalem Venture Part			·						
	(Use blank	sheet, c	or copy and use add	litiona	al copies of this sheet	, as n	ecessary)		

2. Enter the information reque  • Each promoter of the is  • Each beneficial owner is  • Each executive officer a  • Each general and management.	suer, if the issuer has naving the power to vand director of corpo	been org ote or di rate issue	spose, or direct the ers and of corporate	vote	or disposition of, 10%				nd .
Check Box(es) that Apply:	Promoter	⊠ Be	eneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, if inc	dividual)								
Glen Schwaber									
Business or Residence Address ( c/o Jerusalem Venture Partner				Mall	ha, Jerusalem 91487	, Isra	el		
Check Box(es) that Apply:	Promoter	⊠ Ве	eneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, if inc Jonathan Bilzin	lividual)								
Business or Residence Address ( c/o Soros Fund Management, 8				Y 101	06				
Check Box(es) that Apply:	Promoter	В	eneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if inc-Roni Mansur	dividual)								· · · · · · · · · · · · · · · · · · ·
Business or Residence Address ( c/o Semi Conductor Devices, P.			-					_	
Check Box(es) that Apply:	Promoter	⊠ Ве	eneficial Owner		Executive Officer	$\boxtimes$	Director		General and/or Managing Partner
Full Name (Last name first, if inc Wayne Nemeth	dividual)								
Business or Residence Address (c/o Sprout Venture Capital, 27				172					
Check Box(es) that Apply:	Promoter	⊠ в	eneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if inc Jerusalem Venture Partners	dividual)								
Business or Residence Address ( 41 Madison Ave., 25th Floor, I		•	tate, Zip Code)	•					
Check Box(es) that Apply:	Promoter	⊠ В	eneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if inc	dividual)		-						
Business or Residence Address (	Number and Street	City St	tate Zin Code)						
P.O. Box 2250, Haifa 31021, Isi		City, St	iate, zip code)						
Check Box(es) that Apply:	Promoter	В	eneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if inc	dividual)		-,,,,				<u> </u>		
Soros Fund Management			,		•				
Business or Residence Address (	Number and Street,	City, St	tate, Zip Code)						
888 Seventh Ave., Suite 3300, N	lew York, NY 101	06	·		· · · · · · · · · · · · · · · · · · ·				
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A. BASIC IDENTIFICATION DATA

		A. BASIC II	ENTIFICATION DA	TA	
Each beneficial own     Each executive offi	ne issuer, if the issuer having the power to	nas been organized within the ovote or dispose, or direct the porate issuers and of corporate issuers and of corporate issuers and of corporate issuers.	ne vote or disposition of,		of equity securities of the issuer; issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	cer Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Sprout Venture Capital					
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
277 Park Avenue, 42 <sup>nd</sup> Floo	r, New York, NY 10	0172			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	cer Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Finisar Corporation	·				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			•
1308 Moffett Park Drive, S	unnyvale, CA 94089	-1133	<u> </u>		·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	cer Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)		J.		
TriQuint Semiconductor, I	nc.				
Business or Residence Addre					
2300 NE Brookwood Parky	vay, Hillsboro, Oreg	on 97124			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Offi	cer Director	General and/or Managing Partner
Full Name (Last name first, i CENiX, Inc.	f individual)				
Business or Residence Addre	•	-	A 02601		
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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	cer 🛚 Director	General and/or Managing Partner
Full Name (Last name first, i Sean Sebastian	f individual)				
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Birchmere Ventures, 12 Fe					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	cer Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	cer Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
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lHas_the	e issuer sold,	or does the is	ssuerintend.t						***************			
	The second section of the second section of the second section		group and our or other the second of the					inder ULOE.				****
2. What is	s the minimus	n investmen	t that will be	accepted fro	m-any indivi	dual?					\$ Yes	N/A
3. Does th	ne offering pe	rmit joint ov	vnership of a	single unit?								N [
remune person	ne information eration for sol- or agent of a ve (5) persons only.	icitation of p oroker or dea	urchasers in o aler registered	connection we with the SE	vith sales of se C and/or wit	ecurities in th h a state or st	ne offering. It ates, list the r	f a person to b name of the b	e listed is ar roker or deal	associated ler. If more		
Full Name (I	Last name fir	st, if individu	ıal)									
Business or l	Residence Ac	dress (Numl	ber and Stree	t, City, State	, Zip Code)							,
Name of Ass	sociated Brok	er or Dealer						e e Cara				
States in Wh	ich Person L	sted Has So	licited or Inte	ends to Solic	it Purchasers							
(Check "A	All States" or	check indivi	duals States)		••••••			••••••			□ A	ll States
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1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$0	\$0
	Equity	\$ 27,007,750.00	\$ 24,193,746.50
	Common Preferred	·	
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$ 27,007,750.00	\$ 24,193,746.50
	Answer also in Appendix, Column 3, if filing under ULOE.	•	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	23	\$ <u>24,193,746.50</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		.~
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	Dollar Amount
	Type of Offering Rule 505	Security	Sold
			5
	Regulation A		5
	Rule 504		\$
	Total	<del></del>	\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$187,800
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	$\boxtimes$	\$187,800
		_	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- 11	C. OFFERING I	PRICE, NUMBER OF INV	ESTORS, EXPENSES A	ND USE OF PROCEEDS	
	b. Enter the difference between the aggregate total expenses furnished in response to Part C proceeds to the issuer."	e offering price given in resp C - Question 4.a. This differe	ponse to Part C - Question 1 ence is the "adjusted gross	and	\$ <u>24,005,946.50</u>
5.	Indicate below the amount of the adjusted gros the purposes shown. If the amount for any pur left of the estimate. The total of the payments forth in response to Part C - Question 4.b abo				
= .		•		Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees			S	<b>S</b>
	Purchase of real estate				<b>S</b>
	Purchase, rental or leasing and installation of	machinery and equipment			<b>\$</b>
	Construction or leasing of plant buildings and	d facilities		🗆 \$	<b>S</b>
	Acquisition of other businesses (including the used in exchange for the assets or securities o	e value of securities involved of another issuer pursuant to	d in this offering that may b a merger)	e \$	\$18,000,000.00
	Repayment of indebtedness			🗆 \$	□ s
	Working capital			🗆 s	<b>⊠</b> \$ <u>6,005,946.50</u>
	Other (specify):			🗆 \$	<b>\$</b>
	Column Totals				<b>∑</b> \$ <u>24,005,946.50</u>
	Total Payments Listed (column totals ad	ded)		S <u>24,00</u>	
		D. FEDEI	RAL SIGNATURE		
und	e issuer has duly caused this notice to be signed by the dertaking by the issuer to furnish the U.S. Securitie redited investor pursuant to paragraph (b)(2) of Ru	es and Exchange Commission,			
Issu	uer (Print or Type)	Signature < 1/	1	Date	
	Optics, Inc.	Title of Size on (Print)	<u>m</u>	October 4, 2005	
	me of Signer (Print or Type) ore J. Coringrato	Title of Signer (Print or President and CEO	Type) \		
Les	ne 1. Conngrato	11Colucia and C			
-	· 			and a second	
* - mades					,
		ATTF	ENTION		
	Intentional Misstatements or	<del> </del>		eations (See 18 IISC 100	1 \
	intentional witsstatements of	Offissions of Pact Constitu	die rederal Criminal viol	ations. (See 16, U.S.C. 100	1.)